

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018
847 318-7575
Fax 847 318-7588



March 10, 1997

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W.
Room 704
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated December 20, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: ConAgra, Inc.
One ConAgra Drive
Omaha, NE 68102-5001

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Bob Hamilton".

Bob Hamilton
Director-Documentation

RECORDATION NO. 20640 FILED

APR 17 '97

9-58 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
APR 17 9 58 AM '97

RECORDATION NO. 20640 FILED

APR 17 '97

9-58 AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of December, 1996, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ConAgra Inc., a Nebraska corporation ("Lessee").

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of December 20, 1996, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: John J. ThomasName: JOHN J. THOMASTitle: PresidentBy: Michael K. BergName: Michael K. BergTitle: Office ManagerExecuted on this 13th day of March, 1997.

[CORPORATE SEAL]

LESSEE:

CONAGRA, INC.
d.b.a. Lamb Weston, Inc.

ATTEST:

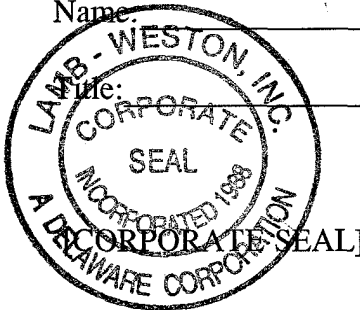
By: Lawrence L. Shipp

Name: Lawrence L. Shipp

Title: Vice President

By: _____

Name: _____



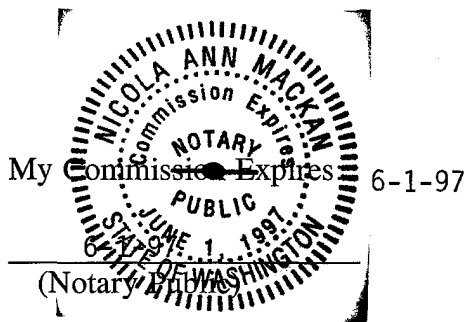
Executed on this 20 day of February 1997.

STATE OF Washington

COUNTY OF Benton

I, Nicola Ann Mackan, a Notary Public in and for said state and county, certify that Lawrence L. Shipp personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 20th day of February, 1997.



Nicola Ann Mackan
Notary Public

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13 day of March, 1997.

Michelle Berg
Notary Public

My Commission Expires:



EXHIBIT A
to
Memorandum of Lease

CARINIT	CARNUM	CARTYPE	IND
CAGX	009629	R600	C
CAGX	009632	R600	C
CAGX	009643	R600	C
CAGX	009644	R600	C
CAGX	009645	R600	C
CAGX	009646	R600	C
CAGX	009647	R600	C
CAGX	009648	R600	C
CAGX	009649	R600	C
CAGX	009650	R600	C
CAGX	009651	R600	C
CAGX	009652	R600	C
CAGX	009653	R600	C
CAGX	009654	R600	C
CAGX	009655	R600	C
CAGX	009656	R600	C
CAGX	009657	R600	C
CAGX	009658	R600	C
CAGX	009659	R600	C
CAGX	009660	R600	C
CAGX	009661	R600	C
CAGX	009662	R600	C
CAGX	009663	R600	C
FURX	690022	R600	C
FURX	690023	R600	C
FURX	690024	R600	C
FURX	690025	R600	C
FURX	690026	R600	C
FURX	690027	R600	C
FURX	690028	R600	C